

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THERMO BIOMEDICAL INC.", CHANGING ITS NAME FROM "THERMO BIOMEDICAL INC." TO "VIASYS HEALTHCARE INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2001, AT 4:30 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2471464

DATE: 06-13-03

EXHIBIT

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CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

Thermo Biomedical Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Thermo Biomedical Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

The name of the Corporation is VIASYS HEALTHCARE INC.

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Thermo Biomedical Inc. has caused this certificate to be signed by Sandra L. Lambert, its Secretary, this 25<sup>th</sup> day of January, 2001.

THERMO BIOMEDICAL INC.

By:   
Sandra L. Lambert, Secretary